

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below. Certain other terms are explained in “Glossary of Technical Terms.”

“A Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are traded in Renminbi and listed on the Shanghai Stock Exchange STAR Market
“A Shareholder(s)”	holder(s) of the A Share(s)
“Accountants’ Report”	the accountants’ report of the Company, the text of which is set out in Appendix I to this document
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Ares Trading S.A.”	ATSA
“Articles of Association” or “Articles”	the articles of association of the Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of Directors of the Company
“business day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

“China,” “Chinese Mainland” or “PRC”	the People’s Republic of China and for the purpose of this document only, unless the context otherwise requires, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company,” “our Company” or “the Company”	Suzhou Zelgen Biopharmaceuticals Co., Ltd. (蘇州澤璟生物製藥股份有限公司), a joint stock company incorporated under the laws of the PRC with limited liability on March 18, 2009, the A Shares of which have been listed on the Shanghai Stock Exchange STAR Market (stock code: 688266.SH)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Data Privacy Protection Legal Adviser”	Jia Yuan Law Offices, our legal adviser as to PRC data privacy protection laws
“Director(s)” or “our Director(s)”	the director(s) of the Company
“Dr. Sheng”	Dr. Sheng Zelin (盛澤林), the chairman of the Board, an executive Director and the general manager of the Company and one of the members of our Single Largest Shareholder Group
“EIT”	PRC enterprise income tax
“EIT Law”	Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Exchange Participant”	a person (a) who, in accordance with the Listing Rules of the Stock Exchange, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange

DEFINITIONS

[REDACTED]

“Frost & Sullivan” or “Industry Consultant” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant, an independent market research and consulting company

[REDACTED]

“Grand Life Sciences” Grand Life Sciences (Shandong) Co., Ltd.

“Group,” “our Group,” “we” or “us” the Company and our subsidiary from time to time

“Guangzhou Jing’ao” Guangzhou Jing’ao Venture Investment Partnership (Limited Partnership) (廣州璟奧創業投資合夥企業(有限合夥)), a limited liability partnership established under the PRC laws on December 28, 2016, formerly known as Kunshan Jing’ao Venture Investment Partnership (Limited Partnership) (昆山璟奧創業投資合夥企業(有限合夥))

“Guide for New Listing Applicants” the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time

“H Share(s)” the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which will be [REDACTED] for and [REDACTED] in Hong Kong dollars and [REDACTED] on the Stock Exchange

[REDACTED]

“HK\$” or “Hong Kong dollars” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange” The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“IFRS” the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee

“independent third party(ies)” entity(ies) or person(s) who is/are not connected person(s) of the Company or its subsidiary

[REDACTED]

DEFINITIONS

[REDACTED]

“International Sanctions”	any measures enacted by jurisdictions as trade or economic sanctions against foreign countries, governments, entities or persons by restricting the enacting jurisdictions’ nationals from making assets or services available, directly or indirectly, to them, dealing with their assets or otherwise conducting commercial transactions with them
“International Sanctions Legal Adviser”	DLA Piper Singapore Pte. Ltd., our legal adviser as to International Sanctions laws

[REDACTED]

“Joint Overall Coordinators”	the joint overall coordinators as named in “Directors and Parties Involved in the Global Offering”
“Latest Practicable Date”	August 5, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
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DEFINITIONS

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Ms. Lu”	Ms. Lu Huiping (陸惠萍), an executive Director and the executive deputy general manager of the Company and one of the members of our Single Largest Shareholder Group
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NHSA”	the National Healthcare Security Administration (國家醫療保障局)
“Ningbo Jingchen”	Ningbo Jingchen Investment Partnership (Limited Partnership) (寧波璟晨投資合夥企業(有限合夥)), a limited liability partnership established under the PRC laws on August 9, 2018
“Ningbo Ze’ao”	Ningbo Ze’ao Venture Capital Partnership Enterprise (Limited Partnership) (寧波澤奧創業投資合夥企業(有限合夥)), a limited liability partnership established under the PRC laws on February 19, 2016, formerly known as Ningbo Ze’ao Equity Investment Management Partnership (Limited Partnership) (寧波澤奧股權投資管理合夥企業(有限合夥))
“Nomination Committee”	the nomination committee of our Board

[REDACTED]

DEFINITIONS

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	Generally accepted accounting principles of the PRC
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including principal, municipal and other regional or local government entities) and instrumentalities
“PRC Legal Adviser”	JunHe LLP, our legal adviser as to PRC law
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time

[REDACTED]

“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of our Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAMR”	State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)

DEFINITIONS

“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Stock Exchange, Shanghai Stock Exchange, HKSCC and CSDC for mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising our A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program to be developed by the Stock Exchange, Shenzhen Stock Exchange, HKSCC and CSDC for mutual market access between Hong Kong and Shenzhen
“Single Largest Shareholder Group”	Dr. Sheng and Ms. Lu collectively
“Sole Sponsor”	the sole sponsor as named in “Directors and Parties Involved in the [REDACTED]”

[REDACTED]

“State Council”	State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the three years ended December 31, 2025 and the six months ended June 30, 2026
“Trial Measures for Overseas Listing”	Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), as amended, supplemented or otherwise modified from time to time
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia

DEFINITIONS

“U.S. dollar” or “US\$” United States dollar, the lawful currency of the United States

“U.S. Securities Act” United States Securities Act of 1933 and the rules and regulations promulgated thereunder, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“VAT” value-added tax

[REDACTED]

“%” per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiaries) have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.